

*Settling*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

JOHN CARFAGNO, derivatively on  
behalf of CENTERLINE HOLDING  
COMPANY,

Plaintiff,

v.

MARC D. SCHNITZER, STEPHEN M.  
ROSS, JEFF T. BLAU, LEONARD W.  
COTTON, ROBERT J. DOLAN,  
NATHAN GANTCHER, JEROME Y.  
HALPERIN, ROBERT L. LOVERD,  
ROBERT A. MEISTER, JANICE COOK  
ROBERTS, AND THOMAS W. WHITE,

Defendants

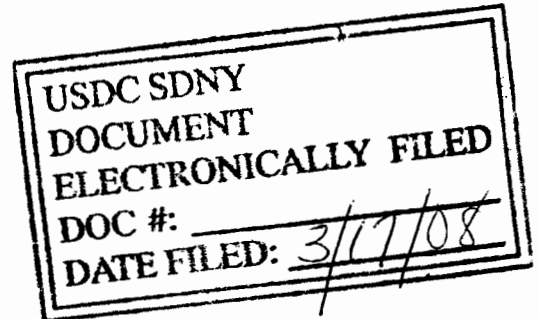
and

CENTERLINE HOLDING COMPANY,

Nominal Defendant.

08-CV-00912 (SAS)

NOTICE OF WITHDRAWAL AND  
SUBSTITUTION OF COUNSEL AND  
PROPOSED ORDER



PLEASE TAKE NOTICE that, with the approval of defendants Marc D. Schnitzer, Leonard W. Cotton, Robert J. Dolan, Nathan Gantcher, Jerome Y. Halperin, Robert L. Loverd, Robert A. Meister, Janice Cook Roberts, and Thomas W. White, and subject to the approval of the Court, Joel S. Weiss, Katsky Korins LLP, 605 Third Avenue, New York, New York 10158, 212-716-3265, hereby withdraws as counsel for defendants Marc D. Schnitzer, Leonard W. Cotton, Robert J. Dolan, Nathan Gantcher, Jerome Y. Halperin, Robert L. Loverd, Robert A. Meister, Janice Cook Roberts, and Thomas W. White in the above-captioned matter, and Paul, Weiss, Rifkind, Wharton &

Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064, is hereby substituted in place of Joel S. Weiss, Katsky Korins LLP, as counsel of record for defendants Marc D. Schnitzer, Leonard W. Cotton, Robert J. Dolan, Nathan Gantcher, Jerome Y. Halperin, Robert L. Loverd, Robert A. Meister, Janice Cook Roberts, and Thomas W. White in this action, effective as of the date indicated below.

Attached is an affidavit of substituted counsel in accordance with Local Civil Rule 1.4 of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York.

Dated: New York, New York  
March 11, 2008

KATSKY KORINS LLP

By: 

Joel S. Weiss, Esq.  
605 Third Avenue  
New York, New York 10158  
(212) 716-3265  
jweiss@katskykorins.com

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

By: 

Richard A. Rosen (RR-5132)  
1285 Avenue of the Americas  
New York, New York 10019-6064  
(212) 373-3000  
rrosen@paulweiss.com

SO ORDERED:

  
\_\_\_\_\_  
U. S. D. J. 3/17/08

TO:

Steven Cooper  
Reed Smith LLP  
599 Lexington Avenue  
29th Floor  
New York, NY 10022  
212-521-5400 (tel.)  
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David R. Scott  
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Jennifer F. Beltrami  
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New York, NY 10177  
212-883-4955 (tel.)  
jbeltrami@wolfblock.com

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

JOHN CARFAGNO, derivatively on  
behalf of CENTERLINE HOLDING  
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v.

MARC D. SCHNITZER, STEPHEN M.  
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ROBERT A. MEISTER, JANICE COOK  
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Defendants

and

CENTERLINE HOLDING COMPANY,

Nominal Defendant.

08-CV-00912 (SAS)

AFFIDAVIT OF RICHARD A. ROSEN


STATE OF NEW YORK     )  
                                      ) ss.:  
COUNTY OF NEW YORK    )

RICHARD A. ROSEN, being duly sworn, says:

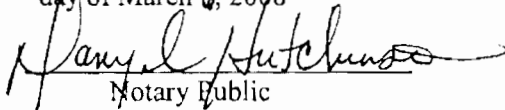
1. I am a partner in the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") and member of the Bar of this Court. Pursuant to Local Civil Rule 1.4 of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I submit this affidavit in support of the accompanying stipulation and proposed order substituting Paul Weiss for Katsky Korins LLP as counsel

for defendants Marc D. Schnitzer, Leonard W. Cotton, Robert J. Dolan, Nathan Gantcher, Jerome Y. Halperin, Robert L. Loverd, Robert A. Meister, Janice Cook Roberts, and Thomas W. White in the above-captioned action.

2. As reflected in the accompanying Notice of Withdrawal and Substitution of Counsel and Proposed Order, defendants Marc D. Schnitzer, Leonard W. Cotton, Robert J. Dolan, Nathan Gantcher, Jerome Y. Halperin, Robert L. Loverd, Robert A. Meister, Janice Cook Roberts, and Thomas W. White now desire to retain Paul Weiss to represent them in this litigation. The proposed substitution at this early stage of litigation will not delay the matter or prejudice any party.

  
Richard A. Rosen

Sworn to before me this  
day of March 6, 2008

  
Notary Public

**DANYEL HUTCHINSON**  
Notary Public, State of New York  
No. C1HU5077629  
Qualified in New York County  
Commission Expires May 12, 2011

AFFIDAVIT OF SERVICE BY FEDERAL EXPRESS

STATE OF NEW YORK     )  
                                      )     ss.:  
COUNTY OF NEW YORK    )

Leana Loncarevic, being duly sworn, deposes and says:

1. I am not a party to this action, am over 18 years of age and am employed by Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019.

2. On March 13, 2008, I served true copies of the attached: AFFIDAVIT OF RICHARD A. ROSEN and NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL AND PROPOSED ORDER on the following:

Steven Cooper  
Reed Smith, LLP  
599 Lexington Avenue, 29th Floor  
New York, New York 10022

Jennifer F. Beltrami  
Wolf Block, LLP  
250 Park Avenue  
New York, New York 10177

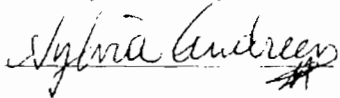
3. I made such service by placing true copies of the aforementioned documents in properly addressed prepaid wrappers and delivering them to a Federal Express office for Priority Overnight Delivery.

A handwritten signature in black ink, appearing to read 'Leana', with a long horizontal stroke extending to the right.

Leana Loncarevic

Sworn to before me this

13<sup>th</sup> day of March, 2008

A handwritten signature in black ink, appearing to read 'Sylvia Andreev', with a small mark at the end.

Notary Public

SYLVIA ANDREEV  
Notary Public, State of New York  
No. 01A0113735  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Dec. 6, 2008